WHAT IF
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WHAT IF SPIDER-MAN JOINED THE Fantastic Four?
ALL NEW! COVER TO COVER!
IF DR. DOOM AND COMPANY THOUGHT THE OLD F.F. WERE TOUGH--
WAIT'LL THEY MEET THE FANTASTIC FIVE!
BEGINNING: THE MOST AWESOMELY OFFBEAT SERIES OF ALL TIMES... FEATURING THE STORIES YOUR LETTERS HAVE DEMANDED!!

STAN LEE PRESENTS: THE DRAMATIC DEBUT OF ONE OF THE MOST UNIQUE FEATURES IN COMIC-MAG HISTORY: "THE WHAT IF...? TM SERIES!"

CONCEIVED, WRITTEN, AND EDITED BY: ROY THOMAS * JIM CRAIG & PABLO MARCOS ARTIST (pencils) ARTIST (inks) * JOHN COSTANZA, letterer JANICE COHEN, colorist

I HAVE ALSO MANY WINDOWS INTO THE STRANGE PARALLEL WORLDS OF WHAT MIGHT HAVE BEEN.

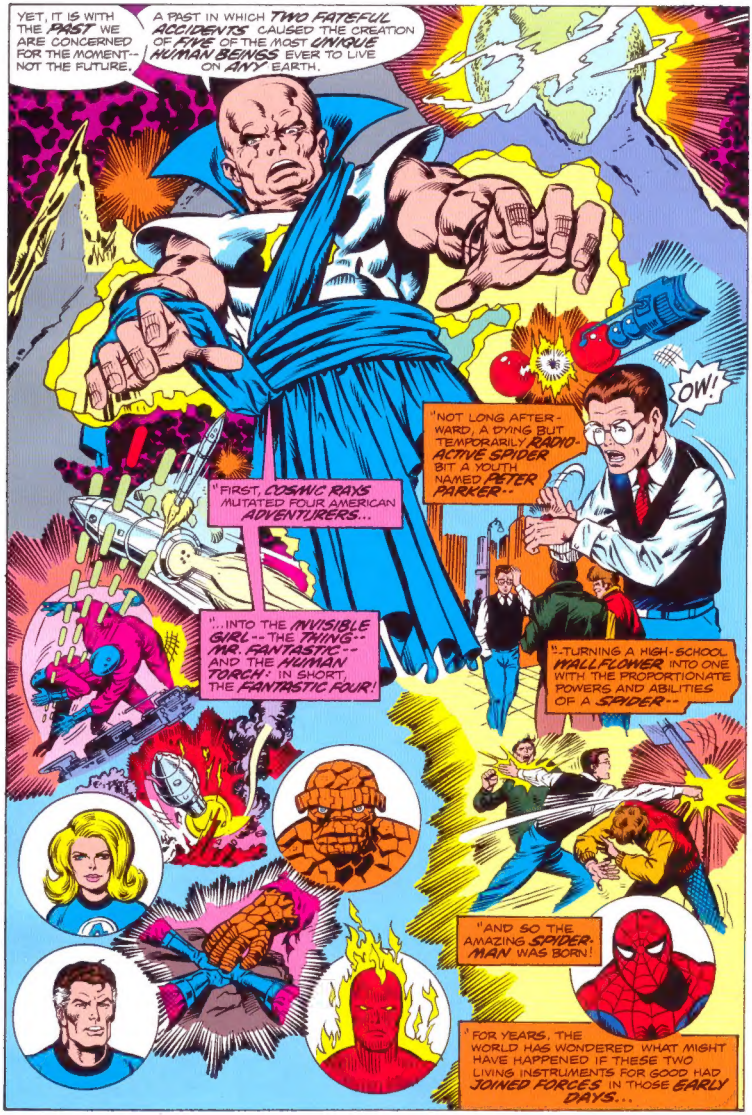
FOR, NONE SAVE A WATCHER CAN TRULY KNOW WHAT COULD HAVE HAPPENED--BUT FOR THE INVISIBLE WORKINGS OF AN INCOMPREHENSIBLE FATE!

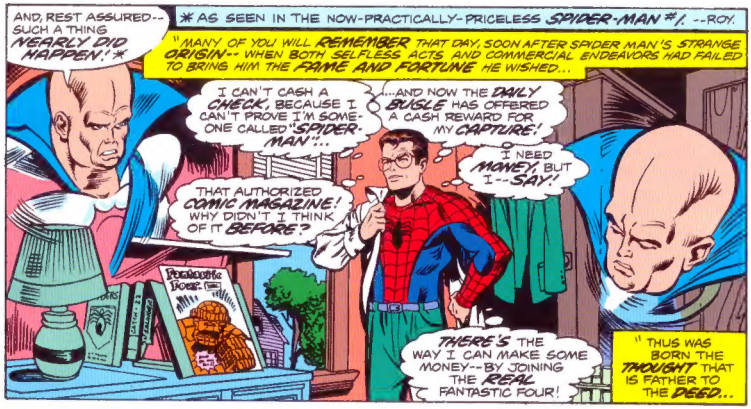
FOR INSTANCE--

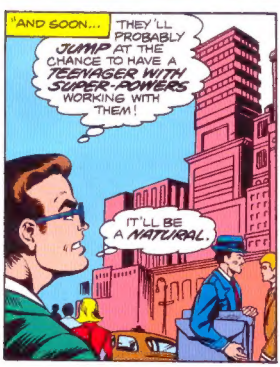
WHAT IF SPIDER-MAN HAD JOINED THE FANTASTIC FOUR?

I KNOW, AS WELL AS DO YOU PRIVILEGED ONES NOW RECEIVING MY TELEPATHIC MESSAGE, THAT THIS HAS NEVER HAPPENED --AT LEAST NOT IN YOUR TIME CONTINUUM.
BUT THERE ARE WORLDS WITHIN WORLDS--AND WORLDS WHICH EXIST SIDE BY SIDE WITH YOUR OWN, SEPARATED FROM IT ONLY BY THE THINNEST WEB OF COSMIC GOSSAMER.
THERE IS, FOR EXAMPLE, THE PARALLEL WORLD IN WHICH REED RICHARDS, NOT BENJAMIN J. GRIMM, BECAME THE RAMPAGING, ULTRA-POWERFUL THING...!
"YOU HAVE SEEN WHAT OCCURRED WHEN THOSE TWO WORLDS MOMENTARILY COLLIDED.*
*THIS AND OTHER SCENES ON THESE PAGES ARE FROM VARIOUS MARVEL MAGS, PAST AND PRESENT--BUT WE'LL LET YOU TELL US WHICH ONES, OKAY? --ROY.

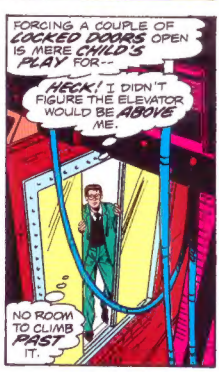
"IN A DIFFERENT SPHERE, THE AXIS POWERS WON WORLD WAR TWO--AND ONLY THE COMBINED POWERS OF THE FANTASTIC FOUR AND THE INCOMPARABLE INVADERS SET THINGS ARIGHT.
"IN STILL ANOTHER WORLD, THE AVENGERS HAVE MET AND BATTLED A GROUP OF SUPER-POWERED BEINGS KNOWN AS THE SQUADRON SUPREME.
"AND, DOUBTS EXIST AS TO WHETHER SPIDER-MAN'S SPECTACULAR BOUT WITH A CERTAIN COLORFULLY-CLAD ALIEN TOOK PLACE IN THIS TIME CONTINUUM OR ANOTHER.
"THERE EXIST EVEN ALTERNATIVE VERSIONS OF EARTH'S FUTURE, WHICH DEPEND UPON CERTAIN VARIABLES.
"IN ONE, A RACE OF MARTIANS HAVE CONQUERED THE PLANET, AND ONLY KILLRAVEN AND HIS BAND DARE REBEL AGAINST THEM...
"...WHILE IN YET ANOTHER, THE CYBORG CALLED DEATHLOK FIGHTS AN EQUALLY DESPERATE BATTLE WITH MORE HUMAN FORCES.
"AND THESE ARE BUT TWO OF EARTH'S POSSIBLE FUTURES--OUT OF UNTOLD MILLIONS!"

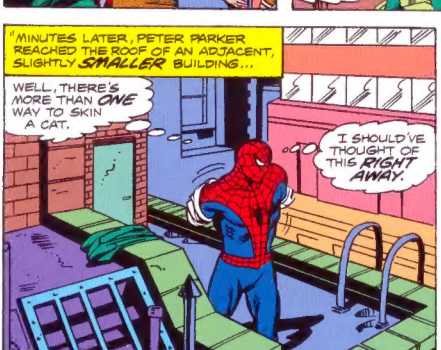

YET, IT IS WITH THE PAST WE ARE CONCERNED FOR THE MOMENT-- NOT THE FUTURE.
A PAST IN WHICH TWO FATEFUL ACCIDENTS CAUSED THE CREATION OF FIVE OF THE MOST UNIQUE HUMAN BEINGS EVER TO LIVE ON ANY EARTH.
"FIRST, COSMIC RAYS MUTATED FOUR AMERICAN ADVENTURERS...
"...INTO THE INVISIBLE GIRL -- THE THING -- MR. FANTASTIC -- AND THE HUMAN TORCH: IN SHORT, THE FANTASTIC FOUR!
"NOT LONG AFTERWARD, A DYING BUT TEMPORARILY RADIOACTIVE SPIDER BIT A YOUTH NAMED PETER PARKER--
OW!
"--TURNING A HIGH-SCHOOL WALLFLOWER INTO ONE WITH THE PROPORTIONATE POWERS AND ABILITIES OF A SPIDER--
"AND SO THE AMAZING SPIDER-MAN WAS BORN!
"FOR YEARS, THE WORLD HAS WONDERED WHAT MIGHT HAVE HAPPENED IF THESE TWO LIVING INSTRUMENTS FOR GOOD HAD JOINED FORCES IN THOSE EARLY DAYS...


AND, REST ASSURED-- SUCH A THING NEARLY DID HAPPEN!*
*AS SEEN IN THE NOW-PRACTICALLY-PRICELESS SPIDER-MAN #1. --ROY.
"MANY OF YOU WILL REMEMBER THAT DAY, SOON AFTER SPIDER MAN'S STRANGE ORIGIN-- WHEN BOTH SELFLESS ACTS AND COMMERCIAL ENDEAVORS HAD FAILED TO BRING HIM THE FAME AND FORTUNE HE WISHED...
I CAN'T CASH A CHECK, BECAUSE I CAN'T PROVE I'M SOMEONE CALLED "SPIDER-MAN"...
...AND NOW THE DAILY BUGLE HAS OFFERED A CASH REWARD FOR MY CAPTURE!
I NEED MONEY, BUT I--SAY!
THAT AUTHORIZED COMIC MAGAZINE! WHY DIDN'T I THINK OF IT BEFORE?
THERE'S THE WAY I CAN MAKE SOME MONEY--BY JOINING THE REAL FANTASTIC FOUR!
" THUS WAS BORN THE THOUGHT THAT IS FATHER TO THE DEED...

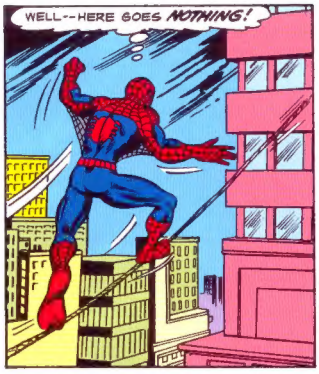

"AND SOON...
THEY'LL PROBABLY JUMP AT THE CHANCE TO HAVE A TEENAGER WITH SUPER-POWERS WORKING WITH THEM!
IT'LL BE A NATURAL.

HERE'S THEIR PRIVATE ELEVATOR-- BUT THE BLAMED THING ISN'T WORKING!
I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE FOUR, USING A SPECIAL ELECTRONIC BEAM.
WELL, THAT WON'T STOP SPIDER-MAN!


FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR--
HECK! I DIDN'T FIGURE THE ELEVATOR WOULD BE ABOVE ME.
NO ROOM TO CLIMB PAST IT.

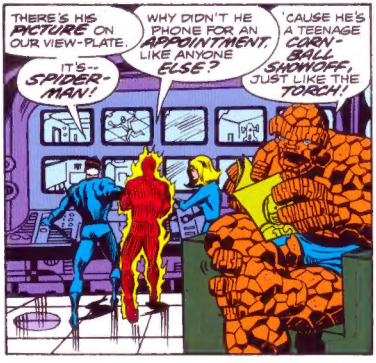

"MINUTES LATER, PETER PARKER REACHED THE ROOF OF AN ADJACENT, SLIGHTLY SMALLER BUILDING...
WELL, THERE'S MORE THAN ONE WAY TO SKIN A CAT.
I SHOULD'VE THOUGHT OF THIS RIGHT AWAY.

THEY'LL PROBABLY BE TWICE AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!


WELL--HERE GOES NOTHING!

MEANWHILE, IN THE STREETS BELOW...
IT'S THE SPIDER-MAN! WHAT A BONUS I'LL GET FOR THIS SHOT!
HE'S HEADING FOR THE FANTASTIC FOUR'S HEAD-QUARTER'S!

BUT, THE COLLOQUIALLY-CALLED F.F. WERE HARDLY CAUGHT NAPPING...
THE ALARM!
SOMEONE'S TRYING TO SNEAK IN!
HE MUST BE SOME KIND OF NUT TO THINK HE CAN TAKE US BY SURPRISE

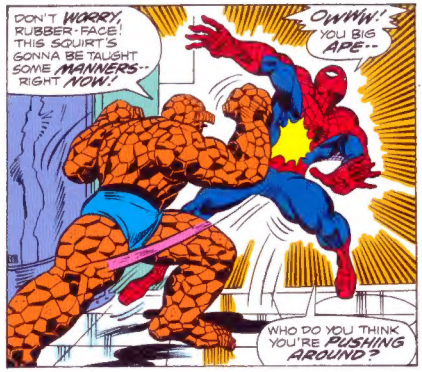

THERE'S HIS PICTURE ON OUR VIEW-PLATE.
IT'S--SPIDER-MAN!
WHY DIDN'T HE PHONE FOR AN APPOINTMENT, LIKE ANYONE ELSE?
'CAUSE HE'S A TEENAGE CARNIVAL SHOWOFF, JUST LIKE THE TORCH!

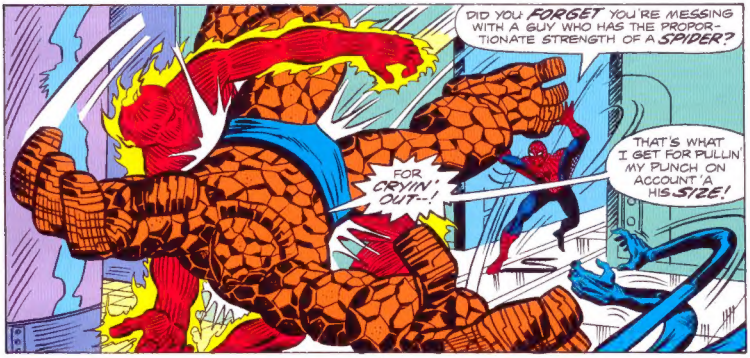
HOW OBLIGING OF THEM TO LEAVE A WINDOW OPEN FOR ME!
THIS IS A BREEZE.
ACTIVATE DEFENSE MEASURE 8, JUST TO BE SAFE!

GREETINGS, GROUP!
YOU SHOULDN'T MAKE IT SO EASY FOR PEOPLE TO DROP IN ON YOU!
GOT NEWS FOR YA, LOUD-MOUTH...

...IT AIN'T THAT EASY!
WHA--? A PLEXI-GLASS CAGE--DROPPED FROM THE CEILING!
AND THAT STEEL PLATE THAT JUST CAME DOWN BEHIND YOU WILL STOP YOU FROM LEAVING VIA THE WINDOW.

THIS GIZMO MAY KEEP OUT THE RIFF-RAFF, PEOPLE --BUT IT'S A JOKE TO ME!
THAT DEVICE COST US THOUSANDS!
IF YOU WRECK IT--


DON'T WORRY, RUBBER-FACE! THIS SQUIRT'S GONNA BE TAUGHT SOME MANNERS-- RIGHT NOW!
OWWW! YOU BIG APE--
WHO DO YOU THINK YOU'RE PUSHING AROUND?

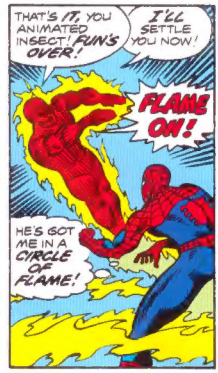

DID YOU FORGET YOU'RE MESSING WITH A GUY WHO HAS THE PROPORTIONATE STRENGTH OF A SPIDER?
THAT'S WHAT I GET FOR PULLIN' MY PUNCH ON ACCOUNT 'A HIS SIZE!
FOR CRYIN' OUT--!

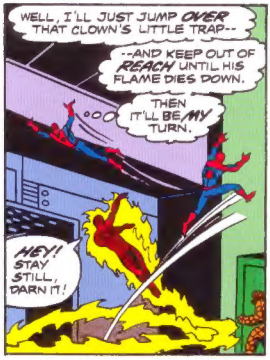
NOW HOLD IT, SON! WE DON'T WANT TO FIGHT WITH ANY STRANGERS-- AT LEAST, NOT TILL WE KNOW WHAT WE'RE FIGHTING ABOUT!
WHO'S FIGHTING? JUST CONSIDER THIS A LITTLE EXHIBITION!

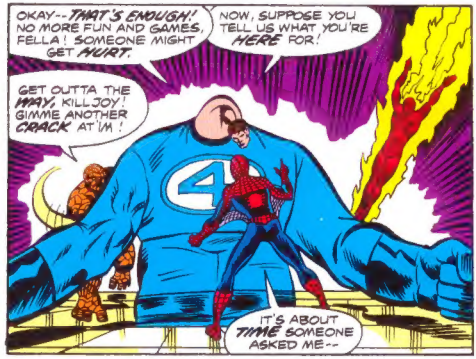
HE CAUGHT MY HAND IN THAT NET OF HIS!
HE CERTAINLY DOES LIVE UP TO HIS NAME.

WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND...!
MY SPIDER INSTINCT SENSES DANGER BEHIND ME!
HAVE TO MOVE FAST!

WHO TOSSED THAT ROPE? I DIDN'T SEE ANYONE.
WAIT! IT MUST BE THE INVISIBLE GIRL!
WELL, I'LL JUST GIVE HER A WHIRL FOR HER MONEY.

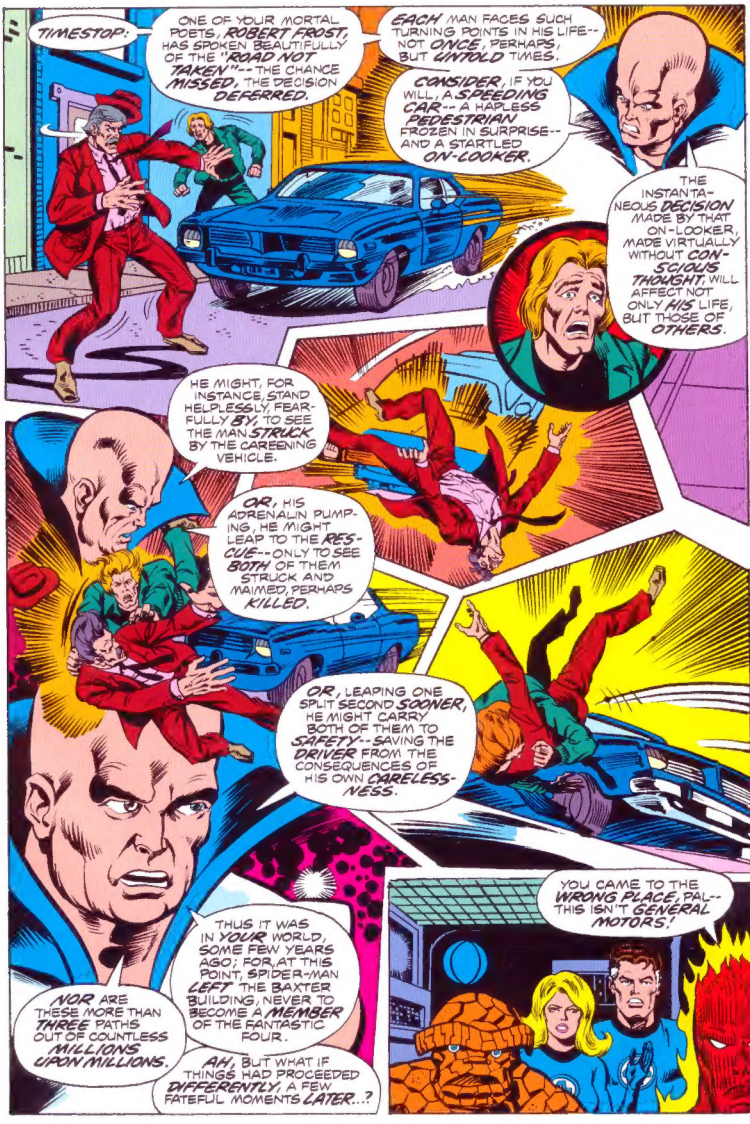

THAT'S IT, YOU ANIMATED INSECT! FUN'S OVER!
I'LL SETTLE YOU NOW!
FLAME ON!
HE'S GOT ME IN A CIRCLE OF FLAME!

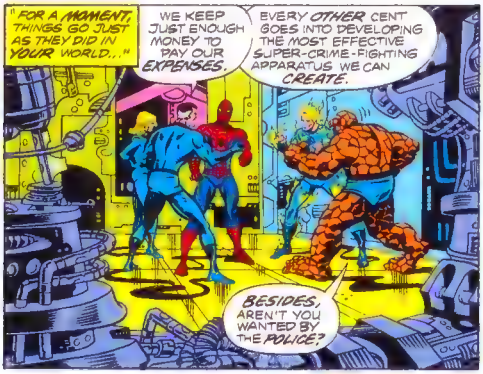

WELL, I'LL JUST JUMP OVER THAT CLOWN'S LITTLE TRAP--
--AND KEEP OUT OF REACH UNTIL HIS FLAME DIES DOWN.
THEN IT'LL BE MY TURN.
HEY! STAY STILL, DARN IT!


OKAY--THAT'S ENOUGH! NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET HURT.
NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!
GET OUTTA THE WAY, KILL-JOY! GIMME ANOTHER CRACK AT 'IM!
IT'S ABOUT TIME SOMEONE ASKED ME--

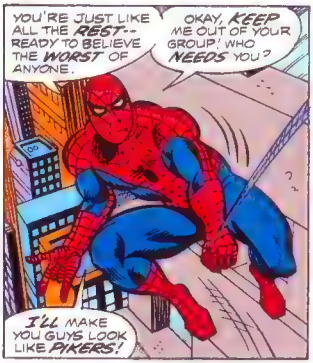
I CAME HERE TO JOIN UP WITH YOU. I WANT TO BE A MEMBER OF THE FANTASTIC FOUR!
SO, I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN DO.
NOW LET'S GET DOWN TO BUSINESS: HOW MUCH DOES THE JOB PAY?
I FIGURE I'M WORTH YOUR TOP SALARY.

I KNEW IT! THAT KOOK HAS ROCKS IN HIS HEAD.
AFRAID YOU MADE A MISTAKE, SPIDER-MAN. WE'RE A NON-PROFIT ORGANIZATION.
WE PAY NO SALARIES OR BONUSES. ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH.
YOU CAME TO THE WRONG PLACE, PAL--THIS ISN'T GENERAL MOTORS!


TIMESTOP:
ONE OF YOUR MORTAL POETS, ROBERT FROST, HAS SPOKEN BEAUTIFULLY OF THE "ROAD NOT TAKEN"--THE CHANCE MISSED, THE DECISION DEFERRED.
EACH MAN FACES SUCH TURNING POINTS IN HIS LIFE--NOT ONCE, PERHAPS, BUT UNTOLD TIMES.
CONSIDER, IF YOU WILL, A SPEEDING CAR--A HAPLESS PEDESTRIAN FROZEN IN SURPRISE--AND A STARTLED ON-LOOKER.
THE INSTANTANEOUS DECISION MADE BY THAT ON-LOOKER, MADE VIRTUALLY WITHOUT CONSCIOUS THOUGHT, WILL AFFECT NOT ONLY HIS LIFE, BUT THOSE OF OTHERS.
HE MIGHT, FOR INSTANCE, STAND HELPLESSLY, FEARFULLY BY, TO SEE THE MAN STRUCK BY THE CAREENING VEHICLE.
OR, HIS ADRENALIN PUMPING, HE MIGHT LEAP TO THE RESCUE--ONLY TO SEE BOTH OF THEM STRUCK AND MAIMED, PERHAPS KILLED.
OR, LEAPING ONE SPLIT SECOND SOONER, HE MIGHT CARRY BOTH OF THEM TO SAFETY--SAVING THE DRIVER FROM THE CONSEQUENCES OF HIS OWN CARELESSNESS.
THUS IT WAS IN YOUR WORLD, SOME FEW YEARS AGO; FOR, AT THIS POINT, SPIDER-MAN LEFT THE BAXTER BUILDING, NEVER TO BECOME A MEMBER OF THE FANTASTIC FOUR.
NOR ARE THESE MORE THAN THREE PATHS OUT OF COUNTLESS MILLIONS UPON MILLIONS.
AH, BUT WHAT IF THINGS HAD PROCEEDED DIFFERENTLY, A FEW FATEFUL MOMENTS LATER...?
YOU CAME TO THE WRONG PLACE, PAL--THIS ISN'T GENERAL MOTORS!

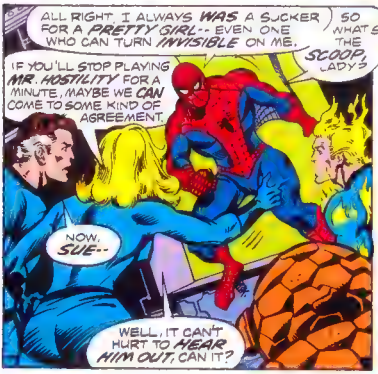

"FOR A MOMENT, THINGS GO JUST AS THEY DID IN YOUR WORLD..."
WE KEEP JUST ENOUGH MONEY TO PAY OUR EXPENSES.
EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE.
BESIDES, AREN'T YOU WANTED BY THE POLICE?

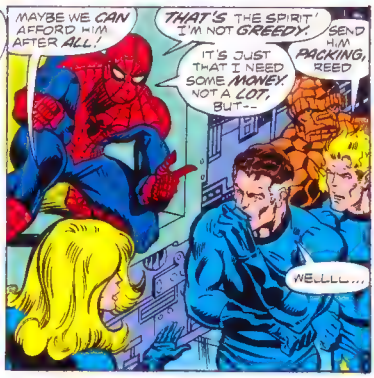
THIS AIN'T "OUTLAWS ANONYMOUS," Y'KNOW!
I MIGHT HAVE KNOWN!


YOU'RE JUST LIKE ALL THE REST--READY TO BELIEVE THE WORST OF ANYONE.
OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU?
I'LL MAKE YOU GUYS LOOK LIKE PIKERS!

"BUT NOW, INSTEAD OF MERE WISTFUL REFLECTION, SUE STORM ACTS--
SPIDER-MAN--WAIT!

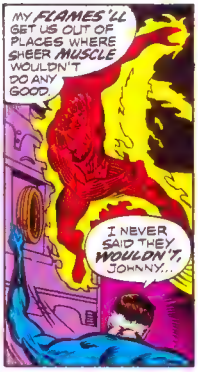
COME BACK!
AND SOMETHING WITHIN PETER PARKER RESPONDS IN KIND..
HUH?

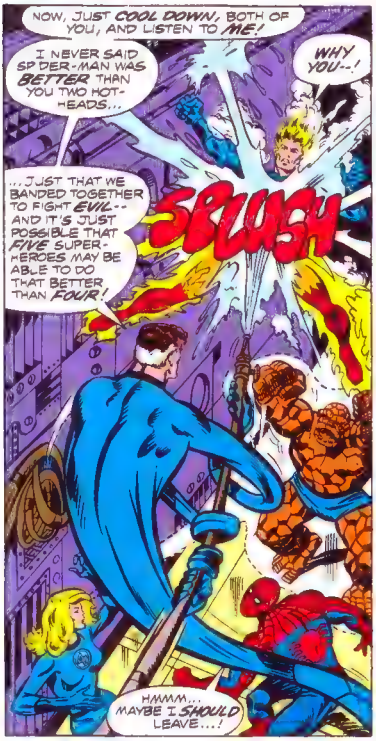

ALL RIGHT I ALWAYS WAS A SUCKER FOR A PRETTY GIRL--EVEN ONE WHO CAN TURN INVISIBLE ON ME.
SO WHAT'S THE SCOOP, LADY?
IF YOU'LL STOP PLAYING MR. HOSTILITY FOR A MINUTE, MAYBE WE CAN COME TO SOME KIND OF AGREEMENT.
NOW, SUE--
WELL, IT CAN'T HURT TO HEAR HIM OUT, CAN IT?


MAYBE WE CAN AFFORD HIM AFTER ALL!
THAT'S THE SPIRIT! I'M NOT GREEDY.
IT'S JUST THAT I NEED SOME MONEY, NOT A LOT, BUT--
SEND HIM PACKING, REED
WELLLL...

WE COULD ALWAYS USE SOME MORE SHEER, RAW POWER IN THE GROUP.
BESIDES, I HAVE BEEN CONSIDERING FINDING SOME WAY TO DOLE OUT MORE SPENDING MONEY TO YOU OTHERS.
MAYBE SPIDER-MAN COULD PULL HIS WEIGHT IN THE F.F., AT THAT.

"SHEER, RAW POWER," "HUH? CAN THAT WEB-HEADED PUNK DO THIS??
CHECK, OL' BUDDY! AND STRENGTH ISN'T EVERY-THING, REED--
KIP


MY FLAMES 'LL GET US OUT OF PLACES WHERE SHEER MUSCLE WOULDN'T DO ANY GOOD.
I NEVER SAID THEY WOULDN'T, JOHNNY...


NOW, JUST COOL DOWN, BOTH OF YOU, AND LISTEN TO ME!
I NEVER SAID SPIDER-MAN WAS BETTER THAN YOU TWO HOT-HEADS...
WHY YOU--!
...JUST THAT WE BANDED TOGETHER TO FIGHT EVIL--AND IT'S JUST POSSIBLE THAT FIVE SUPER-HEROES MAY BE ABLE TO DO THAT BETTER THAN FOUR!
SPLUSH
HMMM... MAYBE I SHOULD LEAVE...!

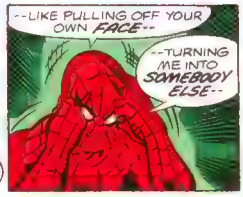
I'LL DRINK TO THAT, WALL-CRAWLER
I MEAN--LOOK, STRETCH, WE DON'T EVEN KNOW WHO 'T IS WE'D BE SIGNIN' UP.
I MUST ADMIT, REED--HE'S GOT A POINT.
UNLIKE ANY OF US, SPIDER-MAN HIDES HIS TRUE IDENTITY BEHIND A MASK.
SURE! FOR ALL WE KNOW, HE COULD BE ANYBODY THIS SIDE OF AL CAPONE.

THAT'S NO PROBLEM! LEMME AT 'IM, AND I'LL PEEL THAT MASK OFF HIM FASTER 'N TONTO CAN SAY KEMO SABE!
NO, BEN! IF SPIDER-MAN TRULY WANTS TO JOIN US, HE'LL MAKE THAT DECISION HIMSELF. FAIR ENOUGH?
WELL... I GUESS SO.
I'LL GO ALONG WITH THAT.

WELL, SPIDER-MAN ? IT'S ALL UP TO YOU.
YEAH, I SEE WHAT YOU MEAN.
IF YOU'RE IN--YOU'RE IN ALL THE WAY.
IT'S JUST THAT-- I'VE NEVER REALLY FELT I COULD TRUST ANYBODY BEFORE --WITH ANY SECRET I HAD...

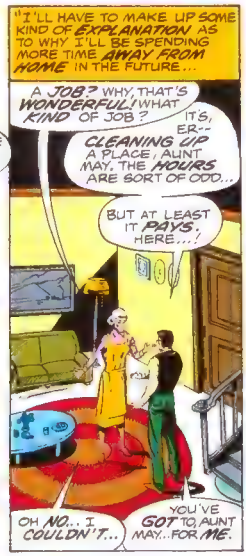
BUT THEN--YOU'RE NOT JUST ANYBODY, ARE YOU?
YOU'RE GONNA BE MY PARTNERS.

I'VE GOT TO DO IT!
IT'S JUST THAT--IT'S SO HARD--


--LIKE PULLING OFF YOUR OWN FACE--
--TURNING ME INTO SOMEBODY ELSE--

--INTO PETER PARKER, BOY WALLFLOWER OF MIDTOWN HIGH!
I--I THOUGHT HE MIGHT BE SCARRED... LIKE DR. DOOM.
THERE ARE MANY KINDS OF SCARS, SUE.
THAT'S FOR SURE...

"... SCARS LIKE I'VE HAD EVER SINCE MY UNCLE BEN WAS MURDERED, ALL BECAUSE OF MY SELFISHNESS...LEAVING MY AUNT MAY A WIDOW, AND ME HER SOLE SUPPORT.*
"HEY!" I BETTER GET BACK HOME TO HER, RIGHT AWAY...!
PETER, DARLING--WHERE HAVE YOU BEEN? I WAS SO WORRIED...!
SORRY, AUNT MAY. GUESS I JUST FORGOT THE TIME.
WELL, HERE ARE SOME MILK AND COOKIES FOR YOU, DEAR.
* AS SEEN IN AMAZING FANTASY #15.--ROY.


"I'LL HAVE TO MAKE UP SOME KIND OF EXPLANATION AS TO WHY I'LL BE SPENDING MORE TIME AWAY FROM HOME IN THE FUTURE...
A JOB? WHY, THAT'S WONDERFUL! WHAT KIND OF JOB?
IT'S, ER-- CLEANING UP A PLACE, AUNT MAY. THE HOURS ARE SORT OF ODD...
BUT AT LEAST IT PAYS. HERE...!
OH NO... I COULDN'T...
YOU'VE GOT TO, AUNT MAY...FOR ME.

"FOR, I CAN'T EVER LET HER KNOW I'M SPIDER-MAN. SHE'S GOT A BAD HEART, YOU SEE--AND THE SHOCK MIGHT KILL HER.
DEAR PETER! HE'S SUCH A GOOD BOY...
...NOT AT ALL LIKE THAT EVIL SPIDER-PERSON THE DAILY BUGLE KEEPS TALKING ABOUT!
"TAKE MY WORD FOR IT!"

"THAT EVENING, AT A HURRIEDLY-CONVENED *PRESS CONFERENCE* HELD IN *ROCKEFELLER CENTER*...

HEY, ED--WHAT'S THE *SCOOP* ON THIS THING, ANYWAY?

WHO *KNOWS*? BUT WHEN *MR. FANTASTIC* SAYS THERE'S A STORY, THE PRESSES *STOP*!

GOOD *EVENING*, LADIES AND GENTLEMEN OF THE PRESS WE *APPRECIATE* YOUR GATHERING HERE ON SUCH *SHORT NOTICE*...

AND WE'RE NOT GOING TO *MINCE WORDS* AS TO *WHY* WE ASKED YOU HERE.

FROM THIS MOMENT, THERE IS *NO* FANTASTIC FOUR!

I HEARD IT'S GOT SOMETHING TO DO WITH THE *HULK*, WHOM THEY JUST FOUGHT OUT IN THE *SOUTHWEST*! *

SHHH...HE'S *STARTING*...!

HUH? WHAT IN THE--?

*F F #12 --RASCALLY.

FROM NOW ON, WE ARE--*THE FANTASTIC FIVE!*

ALL RIGHT, GANG--TEAR OFF YOUR *OUTER* EMBLEMS, AS WE DISCUSSED!

HMMF! I'M GLAD *I* GOT NOTHIN' TA *PEEL OFF*.

"*FANTASTIC FIVE*"? THEN WHO'S THE *FIFTH WHEEL*?

C'MON, BEN--*SMILE* FOR THE NICE PEOPLE!

AFTER ALL, IT'S NOT MUCH WORSE THAN CUDDLING UP TO A *TARANTULA*!

I'M GLAD YOU *ASKED* THAT QUESTION, FRIEND--BECAUSE HERE HE *COMES*--

--THE ONE AND ONLY *SPIDER-MAN*!!

THANKS FOR THE *INTRO*, MR. F.!

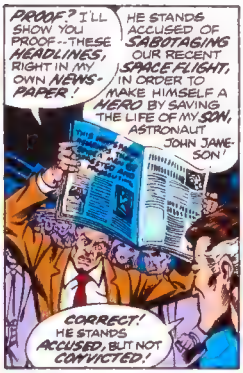
OKAY, SHUTTERBUGS--WE'RE POSING FOR *PHOTOS*, AND I'D LIKE HALF A DOZEN *8-BY-10 GLOSSIES*!

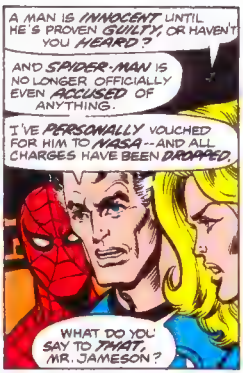
ZZUU

SPIDER-MAN!? WE *HEARD* HE WAS AT THEIR *HQ* EARLIER TODAY--

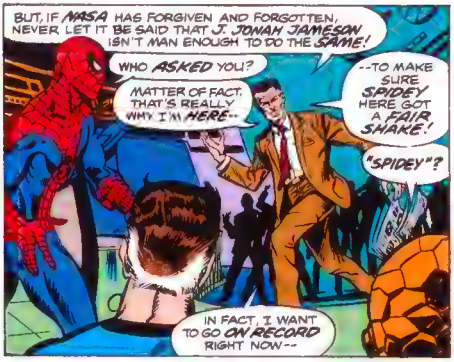
BUT, HE'S A *QUESTION MARK*! NOBODY KNOWS ANYTHING *ABOUT* HIM--!

OH YEAH? WELL, I KNOW SOMETHING ABOUT HIM--
LOOK! IT'S J. JONAH JAMESON, PUBLISHER OF THE BUGLE!
--NAMELY, THAT HE'S A CHEAP, BRAZEN CROOK!
COME OFF IT, JAMESON! WHAT PROOF DO YOU HAVE?

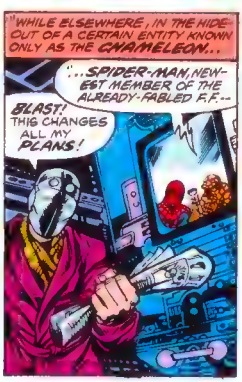

PROOF? I'LL SHOW YOU PROOF--THESE HEADLINES, RIGHT IN MY OWN NEWSPAPER!
HE STANDS ACCUSED OF SABOTAGING OUR RECENT SPACE FLIGHT, IN ORDER TO MAKE HIMSELF A HERO BY SAVING THE LIFE OF MY SON, ASTRONAUT JOHN JAMESON!
CORRECT! HE STANDS ACCUSED, BUT NOT CONVICTED!


A MAN IS INNOCENT UNTIL HE'S PROVEN GUILTY, OR HAVEN'T YOU HEARD?
AND SPIDER-MAN IS NO LONGER OFFICIALLY EVEN ACCUSED OF ANYTHING.
I'VE PERSONALLY VOUCHED FOR HIM TO NASA--AND ALL CHARGES HAVE BEEN DROPPED.
WHAT DO YOU SAY TO THAT, MR. JAMESON?

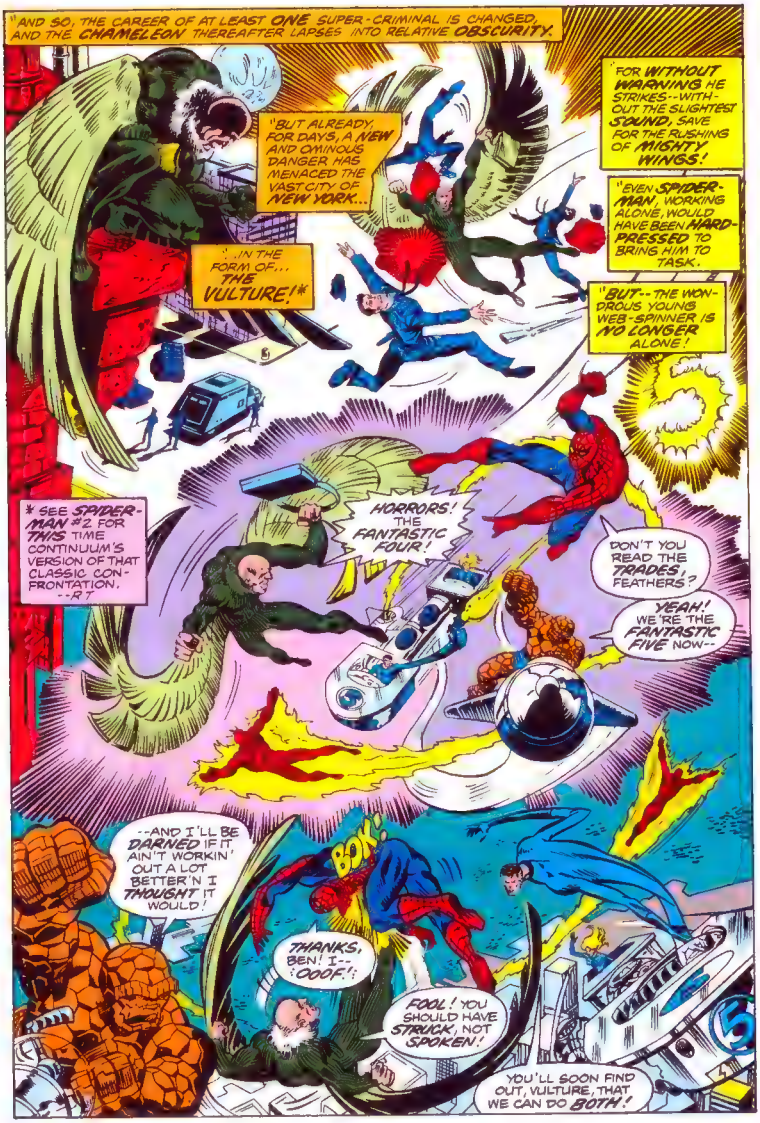
WH-WHY, I--I SAY WHAT I ALWAYS SAY--THAT IT ALWAYS PAYS TO BE CAREFUL.
ACTUALLY, I WAS JUST PLAYING DEVIL'S ADVOCATE--CAN'T CHOOSE YOUR HEROES TOO EASILY, YOU KNOW.


BUT, IF NASA HAS FORGIVEN AND FORGOTTEN, NEVER LET IT BE SAID THAT J. JONAH JAMESON ISN'T MAN ENOUGH TO DO THE SAME!
WHO ASKED YOU?
MATTER OF FACT, THAT'S REALLY WHY I'M HERE--
--TO MAKE SURE SPIDEY HERE GOT A FAIR SHAKE!
"SPIDEY"?
IN FACT, I WANT TO GO ON RECORD RIGHT NOW--

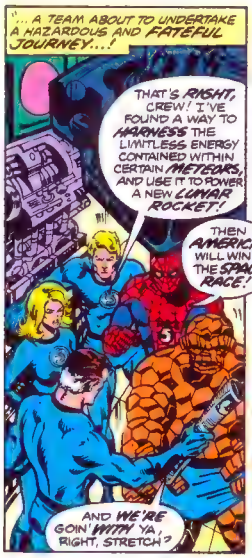
--AS SAYING THAT THE DAILY BUGLE HEREBY ENDORSES SPIDER-MAN!
FOR WHAT? I'M NOT RUNNING FOR ANYTHING--THOUGH IT SOUNDS LIKE YOU ARE!
BOY! I NEVER EVEN MET THIS GUY BEFORE, BUT MY SPIDER SENSE IS TINGLING LIKE MAD!
HURRY UP WITH THAT SHOT, LAD!
YOU JUST CAN'T GET GOOD NEWS PHOTOGRAPHERS ANY MORE!


"WHILE ELSEWHERE, IN THE HIDE-OUT OF A CERTAIN ENTITY KNOWN ONLY AS THE CHAMELEON...
"...SPIDER-MAN, NEWEST MEMBER OF THE ALREADY-FABLED F.F.--
BLAST! THIS CHANGES ALL MY PLANS!

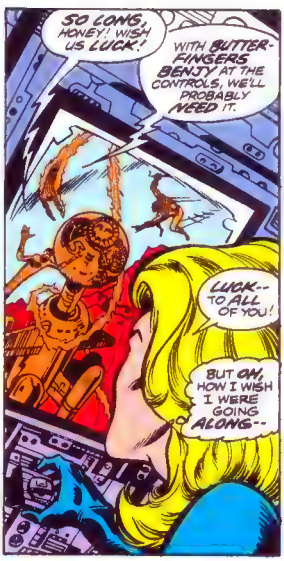
"--THIS JUST-RELEASED FOOTAGE, TAKEN EARLIER BY HIDDEN CAMERAS INSIDE THE BAXTER BUILDING--
I HAD PLANNED TO IMPERSONATE SPIDER-MAN, AND IMPLICATE HIM IN MY OWN CRIMES.
BUT, WITH REED RICHARDS HAVING CLEARED HIM, THAT'S OUT!

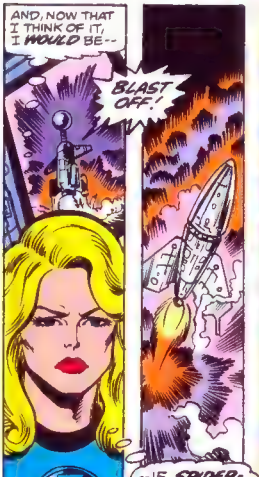

"AND SO, THE CAREER OF AT LEAST ONE SUPER-CRIMINAL IS CHANGED, AND THE CHAMELEON THEREAFTER LAPSES INTO RELATIVE OBSCURITY.
"BUT ALREADY, FOR DAYS, A NEW AND OMINOUS DANGER HAS MENACED THE VAST CITY OF NEW YORK...
"IN THE FORM OF... THE VULTURE!*
"FOR WITHOUT WARNING HE STRIKES--WITHOUT THE SLIGHTEST SOUND, SAVE FOR THE RUSHING OF MIGHTY WINGS!
"EVEN SPIDER-MAN, WORKING ALONE, WOULD HAVE BEEN HARD-PRESSED TO BRING HIM TO TASK.
"BUT--THE WONDROUS YOUNG WEB-SPINNER IS NO LONGER ALONE!
* SEE SPIDER-MAN #2 FOR THIS TIME CONTINUUM'S VERSION OF THAT CLASSIC CONFRONTATION. --R.T.
HORRORS! THE FANTASTIC FOUR!
DON'T YOU READ THE TRADES, FEATHERS?
YEAH! WE'RE THE FANTASTIC FIVE NOW--
--AND I'LL BE DARNED IF IT AIN'T WORKIN' OUT A LOT BETTER'N I THOUGHT IT WOULD!
BOK!
THANKS, BEN! I--OOOF!
FOOL! YOU SHOULD HAVE STRUCK, NOT SPOKEN!
YOU'LL SOON FIND OUT, VULTURE, THAT WE CAN DO BOTH!

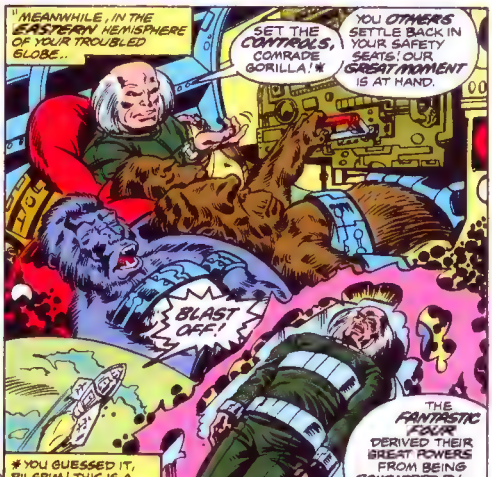
IN ALL FRANKNESS, MR. RICHARDS--I'D PREFER TO PASS ON THAT ONE!
...WHILE I REMIND THE VULTURE THAT THERE'S MORE THAN ONE GUY IN MANHATTAN WHO CAN FLY.
ONLY, I CAN DO IT WITHOUT MAGNETICALLY-POWERED WINGS.
AND I'VE GOT A HUNCH HE CAN'T!
FWOOSH
ATTABOY, REED!
FWOOSH
AIEEEE! I-I'M FALLING--FALLING TO MY DEATH--!
CAN THE MELODRAMA, VULCH! I GOTCHA!
YOU TAKE CARE OF OUR WEBHEADED ROOKIE, AND REMIND HIM THAT HE SHOULD SPECIALIZE IN GROUND-LEVEL BADDIES...
FROM HERE ON, YER THE NEW BIRD-MAN OF ALCATRAZ!
"IN YOUR WORLD, SPIDER-MAN WOULD HAVE HAD TO INVENT AN ANTI-MAGNETIC INVERTER TO COUNTERACT THE VULTURE'S WINGS--THEN BEEN ON HAND AS PETER PARKER TO PHOTOGRAPH THE SOLD CAPTURE.
"IN THIS CONTINUUM, HE IS HAPPILY RELIEVED OF THOSE RESPONSIBILITIES AS THE MEMBER OF A TEAM...


...A TEAM ABOUT TO UNDERTAKE A HAZARDOUS AND FATEFUL JOURNEY...!
THAT'S RIGHT, CREW! I'VE FOUND A WAY TO HARNESS THE LIMITLESS ENERGY CONTAINED WITHIN CERTAIN METEORS, AND USE IT TO POWER A NEW LUNAR ROCKET!
THEN AMERICA WILL WIN THE SPACE RACE!
AND WE'RE GOIN' WITH YA, RIGHT, STRETCH?

ALMOST, BEN. I'VE MODIFIED OUR EXPERIMENTAL ROCKET, SO IT WILL TAKE US TO THE MYSTERIOUS BLUE AREA OF THE MOON--
BUT, THERE WASN'T TIME TO REVAMP THE ACOMMODATIONS--SO IT'LL STILL SEAT ONLY FOUR OF US.
SUE--YOU'LL STAY HERE AND MONITOR.
WHATEVER YOU SAY, REED.


SO LONG, HONEY! WISH US LUCK!
WITH BUTTERFINGERS BENJY AT THE CONTROLS, WE'LL PROBABLY NEED IT.
LUCK--TO ALL OF YOU!
BUT OH, HOW I WISH I WERE GOING ALONG--


AND, NOW THAT I THINK OF IT, I WOULD BE--
BLAST OFF!
--IF SPIDER-MAN HADN'T JOINED, US JUST A FEW DAYS AGO!


MEANWHILE, IN THE EASTERN HEMISPHERE OF YOUR TROUBLED GLOBE..
SET THE CONTROLS, COMRADE GORILLA!*
YOU OTHERS SETTLE BACK IN YOUR SAFETY SEATS! OUR GREAT MOMENT IS AT HAND.
BLAST OFF!
THE FANTASTIC FOUR DERIVED THEIR GREAT POWERS FROM BEING BOMBARDED BY COSMIC RAYS.
AND, UTILIZING THE SAME SOURCE, I--IVAN KRAGOFF--SHALL SOON BE EVEN MORE POWERFUL THAN THEY!
* YOU GUESSED IT, PILGRIM! THIS IS A RHAPSODIC RETELLING OF F.F. #13, BUT WITH A DIFFERENCE OR THREE, SO KEEP READING! --ROY.

"IVAN KRAGOFF'S DESPERATE SCHEME WORKS AS HIS SIMIANS, STRUCK BY COSMIC RAYS, BECOME A TRIO OF WEIRDLY-POWERED SUPER-APES...
"...WHILE KRAGOFF HIMSELF, NOW CALLING HIMSELF THE RED GHOST BECAUSE HE CAN MAKE HIS BODY UNSOLID, PROVES A DIFFICULT CATCH FOR THE RAMPAGING THINGS.
"SPIDER-MAN, OF COURSE, HELPS BEN GRIMM BY TAKING ON SINGLE-HANDEDLY, THE AWESOME SUPER-APES...
"...GIVING REED RICHARDS AND THE HUMAN TORCH THE CHANCE TO REACH THE LONG-DEAD CITY WHICH GAVE THE BLUE AREA OF THE MOON ITS NAME...

"... AND TO REALIZE, WITH A SHOCK, THAT NEITHER AMERICANS NOR RUSSIANS WERE FIRST ON THAT SATELLITE!

"YES, I, THE WATCHER, AM THERE AT THAT MOMENT OF DESTINY--THOUGH IN A GUISE A BIT MORE GRIM THAN I USUALLY WEAR, SO AS TO MAKE THE PROPER IMPRESSION UPON THESE MERE MORTALS WHO HAVE CHALLENGED THE VERY UNIVERSE.

"SOON AFTERWARD, OF COURSE, THE COSTUMED ONES DEFEAT KRAGOFF, THOUGH HE MANAGES TO MAKE HIS ESCAPE... AFTER A FASHION.

"THE DETAILS ARE HARDLY WORTH GOING INTO, FOR OUR PURPOSE.

"WHAT DOES MATTER IS THAT, BEFORE LONG, THE QUARTET ARE LANDING ON EARTH ONCE AGAIN, AT A REGULAR AIRPORT...

LOOK, RICHARDS--YOUR SCANNERS SHOW CROWDS AT THE GATE. AS THE FIRST EARTHMEN ON THE MOON, WE'LL BE MOBBED!

AND PROBABLY LIONIZED, AS WELL, SPIDER-MAN. IN A WAY, I WISH SUE WERE HERE.

BUT BASICALLY, I'M GLAD SHE WASN'T ALONG ON THIS DANGEROUS MISSION...

...ESPECIALLY SINCE WE FOUR PROVED ENOUGH TO HANDLE IT!

"BUT LITTLE DOES RICHARDS SUSPECT THAT, WHILE THE FOUR OF THEM MEET THEIR EAGER PUBLIC...

SUE--SUE STORM--!

WHO'S THERE--?

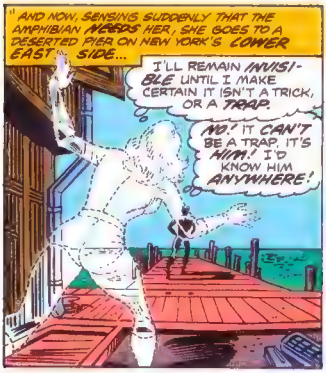
"THEY MAY REGRET THE DELAY!

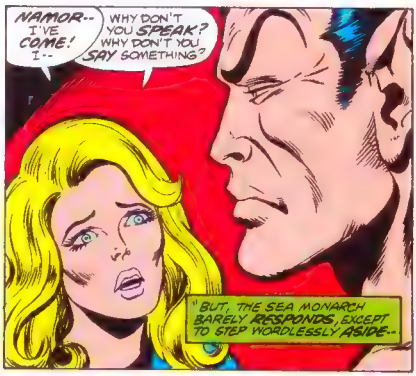
SUE, THIS IS THE SUB-MARINER!

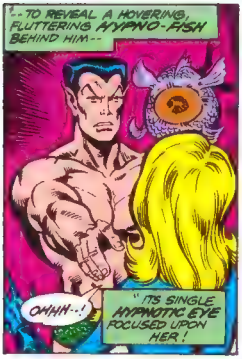
MEET ME!

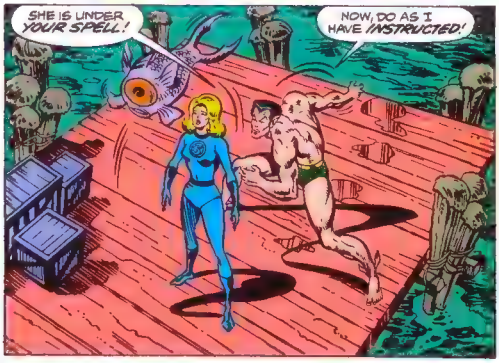
MEET ME! MEET ME! MEET ME!

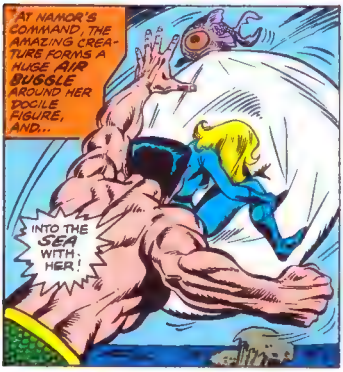
"FOR, SUE HAS LONG PUZZLED THE FACT THAT, THOUGH SHE PROFESSES TO LOVE REED RICHARDS, SHE IS STRANGELY FASCINATED BY THE SEA-DWELLING PRINCE NAMOR...

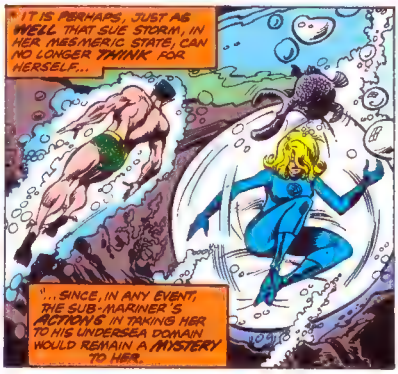

"AND NOW, SENSING SUDDENLY THAT THE AMPHIBIAN NERDS HER, SHE GOES TO A DESERTED PIER ON NEW YORK'S LOWER EAST SIDE...
I'LL REMAIN INVISIBLE UNTIL I MAKE CERTAIN IT ISN'T A TRICK, OR A TRAP.
NO! IT CAN'T BE A TRAP, IT'S HIM! I'D KNOW HIM ANYWHERE!


NAMOR-- I'VE COME! I--
WHY DON'T YOU SPEAK? WHY DON'T YOU SAY SOMETHING?
"BUT, THE SEA MONARCH BARELY RESPONDS, EXCEPT TO STEP WORDLESSLY ASIDE--


"--TO REVEAL A HOVERING, FLUTTERING HYPNO-FISH BEHIND HIM--
OHHH--!
"ITS SINGLE HYPNOTIC EYE FOCUSED UPON HER!


SHE IS UNDER YOUR SPELL!
NOW, DO AS I HAVE INSTRUCTED!


"AT NAMOR'S COMMAND, THE AMAZING CREATURE FORMS A HUGE AIR BUBBLE AROUND HER DOCILE FIGURE, AND...
INTO THE SEA WITH HER!


"IT IS PERHAPS, JUST AS WELL THAT SUE STORM, IN HER MESMERIC STATE, CAN NO LONGER THINK FOR HERSELF...
"...SINCE, IN ANY EVENT, THE SUB-MARINER'S ACTIONS IN TAKING HER TO HIS UNDERSEA DOMAIN WOULD REMAIN A MYSTERY TO HER.

"UNLESS, OF COURSE, SHE BEHELD THE SINISTER FIGURE ON THE DOCK NOW VANISHING BEHIND HER: THE PUPPET MASTER! *

AND NOW, IT IS TIME FOR STEP TWO!

* WHICH OUGHT TO COME AS NO SURPRISE TO THOSE OF YOU WHO READ F.F. #14, 'WAY BACK WHEN. --R.T.

"FOR ONCE, THE SUB-MARINER IS NOT MASTER OF HIS OWN SOUL, BUT IN THE GRIP OF THE CRUEL GENIUS WHOSE SPECIAL RADIOACTIVE CLAY MAKES HIM MASTER OF ANYONE WHOSE FORM HE MOLDS...

"NOR WAS NAMOR HIS ONLY INTENDED VICTIM

HOW EASILY I COULD CONTROL THE FANTASTIC FIVE AS WELL AS THAT IMPERIOUS MAN-FISH!

BUT, MY REVENGE UPON THEM WILL BE MUCH SWEETER IF I DO NOT MANIPULATE THEM, SO THAT THEY WILL BE ABLE TO THEIR MORTIFICATION-- THEIR DEFEAT--

--AND EVENTUALLY, THEIR TOTAL DESTRUCTION!

"AND, AT THAT MOMENT, BACK AT THE SKYSCRAPER QUARTERS OF THE FIVE...

HEY! HOW MUCH LONGER DO I HAVETA HOLD THIS BLAMED THING?

IT FEELS LIKE IT WEIGHS TEN TONS.

IT DOES! THAT'S THE IDEA, BEN.

I'M TRYING TO TEST, ONCE AND FOR ALL, EXACTLY WHAT THE LIMITS OF YOUR STRENGTH ARE.

'FESS UP, REED! YOU JUST WANT TO KEEP BUSY, TILL SUE COMES BACK FROM VISITING OUR COUSIN IN SCHENECTADY, LIKE HER NOTE SAID.

LOOK, BRAT-- STOP PLAYIN' HIDE-AN-SEEK AROUND ME, OR I'LL SHOVE THIS OVERSIZED TOOTHPICK DOWN YER THROAT!

AW, I'M JUST TRYING TO SEE WHAT-- HEY! LOOK!

-OOK WHO'S THERE!

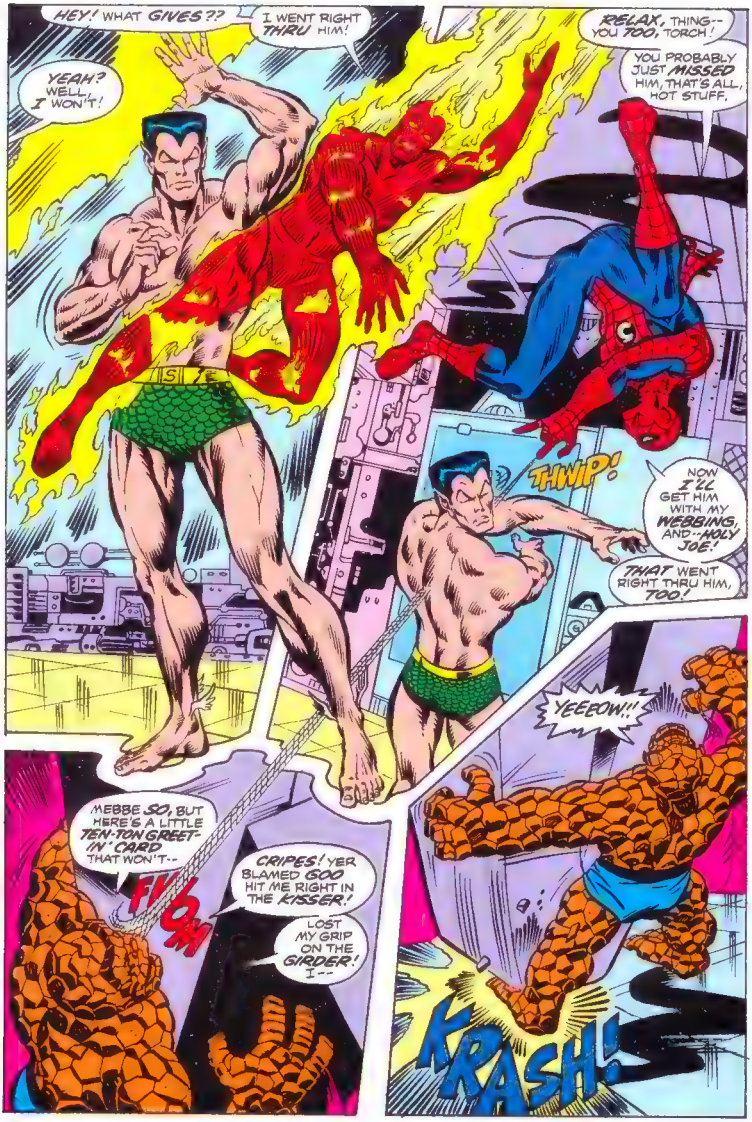
WHO? I CAN'T SEE OVER THIS NUTTY--

IT'S THE SUB-MARINER!

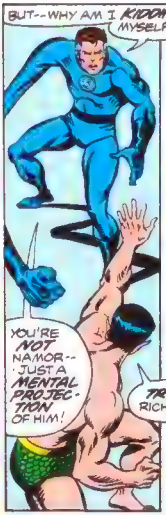
OUTTA MY WAY, MATCHSTICK!

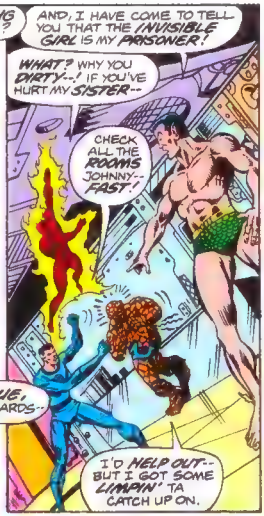
I'M WAY AHEAD OF YOU, PAL.

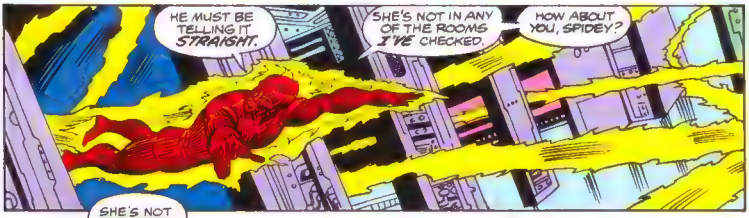
HE'S MINE!


HEY! WHAT GIVES ??
I WENT RIGHT THRU HIM!
YEAH? WELL, I WON'T!
RELAX, THING-- YOU TOO, TORCH!
YOU PROBABLY JUST MISSED HIM, THAT'S ALL, HOT STUFF.
THWIP!
NOW I'LL GET HIM WITH MY WEBBING, AND--HOLY JOE!
THAT WENT RIGHT THRU HIM, TOO!
YEEEOW!!
MEBBE SO, BUT HERE'S A LITTLE TEN-TON GREET-IN' CARD THAT WON'T--
FWOM
CRIPES! YER BLAMED GOO HIT ME RIGHT IN THE KISSER!
LOST MY GRIP ON THE GIRDER! I--
KRASH!

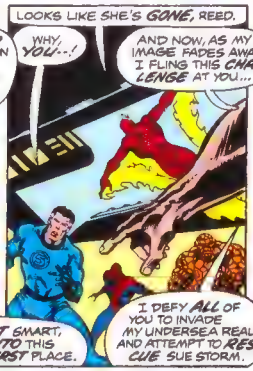
YOU ALL RIGHT, BEN?
YEAH, TOP DRAWER! JUST DON'T ASK ME TO DO ANY PUNTING FOR A COUPLE 'A WEEKS, OKAY?
NOW, NAMOR-- IT'S TIME TO DEAL WITH YOU!


BUT--WHY AM I KIDDING MYSELF?
YOU'RE NOT NAMOR-- JUST A MENTAL PROTECTION OF HIM!


AND, I HAVE COME TO TELL YOU THAT THE INVISIBLE GIRL IS MY PRISONER!
WHAT? WHY YOU DIRTY--! IF YOU'VE HURT MY SISTER--
CHECK ALL THE ROOMS JOHNNY-- FAST!
TRUE, RICHARDS--
I'D HELP OUT-- BUT I GOT SOME LIMPIN' TA CATCH UP ON.


HE MUST BE TELLING IT STRAIGHT.
SHE'S NOT IN ANY OF THE ROOMS I'VE CHECKED.
HOW ABOUT YOU, SPIDEY?

SHE'S NOT IN ASERE, EITHER.
'COURSE, I COULD AS A DOPEY QUESTION LIKE, JUST HOW DO YOU HUNT DOWN AN INVISIBLE GIRL?
BUT, IF I WERE THAT SMART, I'D NEVER HAVE GOT INTO THIS NUTTY BUSINESS IN THE FIRST PLACE.


LOOKS LIKE SHE'S GONE, REED.
WHY, YOU--!
AND NOW, AS MY IMAGE FADES AWAY, I FLING THIS CHALLENGE AT YOU...
I DEFY ALL OF YOU TO INVADE MY UNDERSEA REALM AND ATTEMPT TO RESCUE SUE STORM.

FOR, IF YOU DO-- I SHALL DESTROY YOU ALL!!!
HE'S GONE-- BUT WE'RE GOING AFTER HIM! WE'LL RIP UP HALF THE OCEAN FLOOR IF WE HAVE TO--
BUT, WE WON'T RETURN WITHOUT SUE! NOW, LET'S MOVE!
WHEW! YOU SURE YOU WEREN'T A SERGEANT BACK IN THE WAR?

"THUS, OUR STRANGE DRAMA MOVES TOWARD ITS INEVITABLE CLIMAX, ALBEIT WITH A SLIGHTLY AUGMENTED SET OF PLAYERS. OR, TO USE THE PUPPET MASTER'S WORDS..

I HAVE DONE IT! I HAVE ASSEMBLED OUR LITTLE CAST OF CHARACTERS!

AND NOW, THE STAGE IS SET--THE CURTAIN IS UP--SO LET THE ACTION BEGIN!

AND, THOUGH NONE OF THE ACTORS REALIZE THE PUPPET-MASTER IS DIRECTING BEHIND THE SCENES, I SHALL WITNESS THE FINAL DESTRUCTION OF MY ARCH-ENEMIES...

...AT THE HANDS OF MY POWERFUL PAWN, THE SUB-MARINER!

OKAY, STRETCH--ALL SET! BUT ALICIA PULLED A CRYIN' JAG ON ME. I BLAMED NEAR BROUGHT HER ALONG.*

GOOD THING YOU DIDN'T, OLD FRIEND. THIS IS NO PLACE FOR A BLIND GIRL.

* "ON YOUR WORLD, OF COURSE, ALICIA MASTERS DID INDEED ACCOMPANY THE FANTASTIC FOUR.

"SOON AFTER...

HEY, BIG BRAIN--HOW DO YOU KNOW WHAT PART OF THIS PUDDLE YER GONNA FIND THE SUB-MARINER IN?

I DON'T! WE'LL HAVE TO TAKE POT LUCK.

BUT I SUSPECT HE INHABITS THE VERY DEEPEST REGIONS OF THE ATLANTIC--SUCH AS THIS AREA.

BE ON GUARD, ALL OF YOU--ESPECIALLY YOU, SPIDER-MAN! YOU HAVEN'T TANGLED WITH NAMOR BEFORE.

I'M SHIVERING IN MY LITTLE PINK BOOTIES.

HEY! THAT'S MY KINDA LINE!

EYES FRONT, CREW--

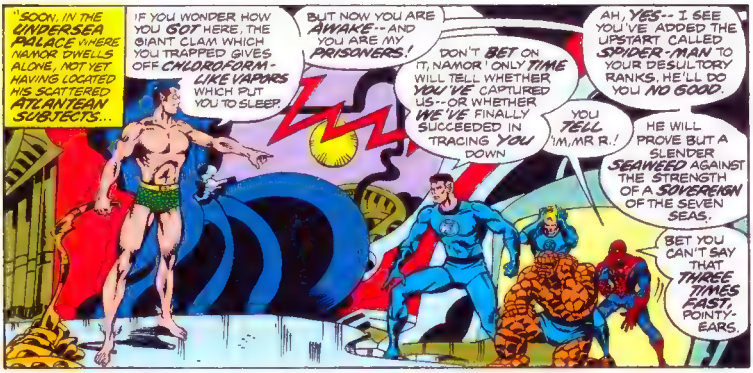
THE SUB-MARINER--DEAD AHEAD!

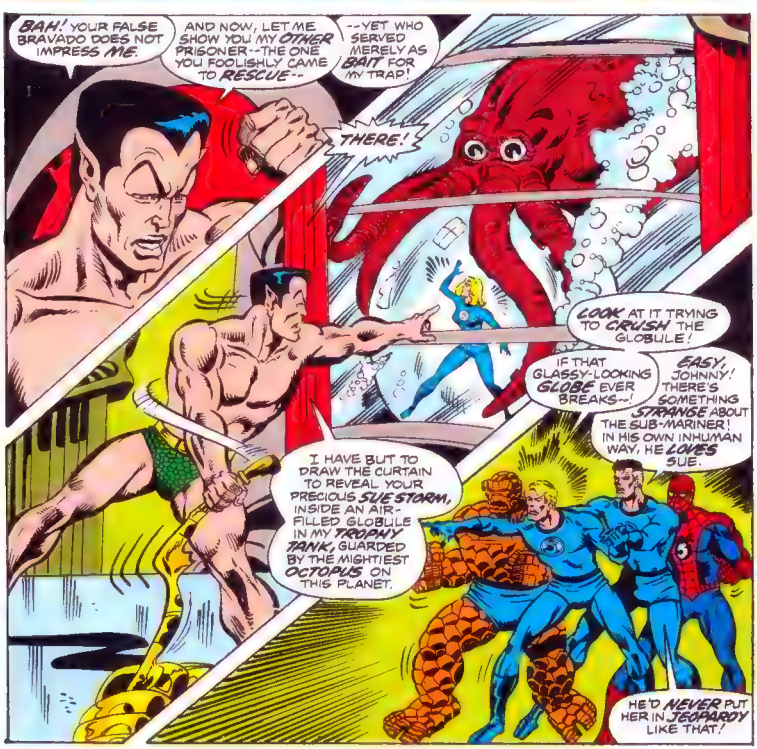
GREETINGS, SURFACE FOOLS!

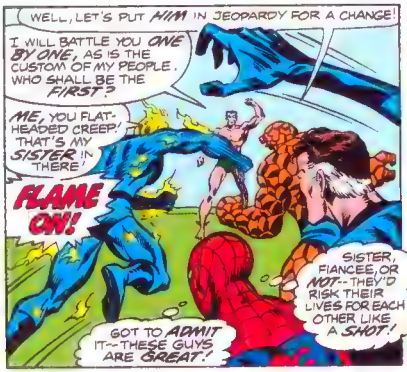
COME, IF YOU THINK TO MATCH WITS WITH THE PRINCE OF ATLANTIS!

HAH! LITTLE DID YOU SUSPECT THAT WHAT SEEMED A ROCKY LEDGE WAS REALLY THE OPEN SHELL OF A GIANT SCAVENGER CLAM!

SNAP!

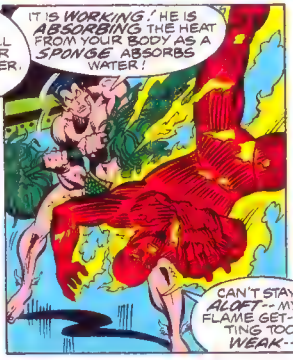

"SOON, IN THE UNDERSEA PALACE WHERE NAMOR DWELLS ALONE, NOT YET HAVING LOCATED HIS SCATTERED ATLANTEAN SUBJECTS...
IF YOU WONDER HOW YOU GOT HERE, THE GIANT CLAM WHICH YOU TRAPPED GIVES OFF CHLOROFORM-LIKE VAPORS WHICH PUT YOU TO SLEEP.
BUT NOW YOU ARE AWAKE--AND YOU ARE MY PRISONERS!
DON'T BET ON IT, NAMOR! ONLY TIME WILL TELL WHETHER YOU'VE CAPTURED US--OR WHETHER WE'VE FINALLY SUCCEEDED IN TRACING YOU DOWN
AH, YES-- I SEE YOU'VE ADDED THE UPSTART CALLED SPIDER-MAN TO YOUR DESULTORY RANKS; HE'LL DO YOU NO GOOD.
YOU TELL 'IM, MR R.!
HE WILL PROVE BUT A SLENDER SEAWEED AGAINST THE STRENGTH OF A SOVEREIGN OF THE SEVEN SEAS.
BET YOU CAN'T SAY THAT THREE TIMES FAST, POINTY-EARS.

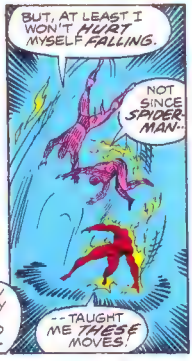

BAH! YOUR FALSE BRAVADO DOES NOT IMPRESS ME.
AND NOW, LET ME SHOW YOU MY OTHER PRISONER--THE ONE YOU FOOLISHLY CAME TO RESCUE--
--YET WHO SERVED MERELY AS BAIT FOR MY TRAP!
THERE!
LOOK AT IT TRYING TO CRUSH THE GLOBULE!
IF THAT GLASSY-LOOKING GLOBE EVER BREAKS--!
EASY, JOHNNY! THERE'S SOMETHING STRANGE ABOUT THE SUB-MARINER! IN HIS OWN INHUMAN WAY, HE LOVES SUE.
I HAVE BUT TO DRAW THE CURTAIN TO REVEAL YOUR PRECIOUS SUE STORM, INSIDE AN AIR-FILLED GLOBULE IN MY TROPHY TANK, GUARDED BY THE MIGHTIEST OCTOPUS ON THIS PLANET.
HE'D NEVER PUT HER IN JEOPARDY LIKE THAT!

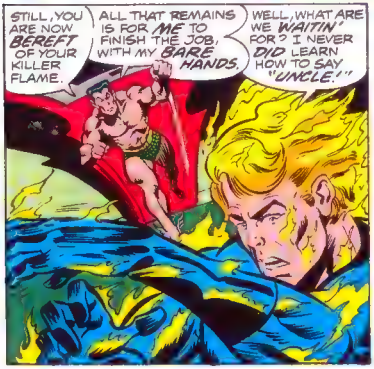

WELL, LET'S PUT HIM IN JEOPARDY FOR A CHANGE!
I WILL BATTLE YOU ONE BY ONE, AS IS THE CUSTOM OF MY PEOPLE. WHO SHALL BE THE FIRST?
ME, YOU FLAT-HEADED CREEP! THAT'S MY SISTER IN THERE!
FLAME ON!
SISTER, FIANCEE, OR NOT--THEY'D RISK THEIR LIVES FOR EACH OTHER LIKE A SHOT!
GOT TO ADMIT IT--THESE GUYS ARE GREAT!

PREPARE YOURSELF FOR A SURPRISE, TORCH!
THERE IS AN UNDER-SEA CREATURE WHICH LIVES IN A COLD, ICY CAVE.
TO KEEP ALIVE, IT ACTUALLY DEVOURS ANY KIND OF HEAT...

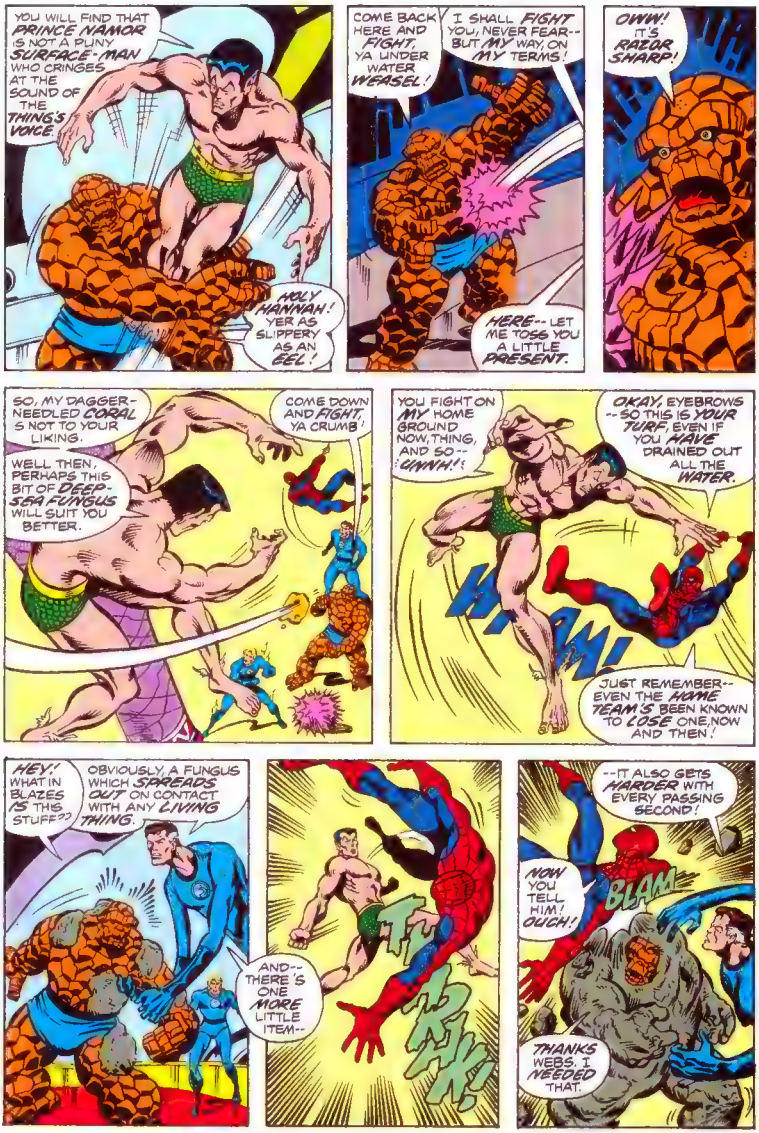
AND THIS IT IT!
THE LIVING WEAPON WITH WHICH I SHALL DEFEAT YOUR FLAMING POWER, ONCE AND FOR ALL!
A RAVENOUS, UNTHINKING, FLAME-EATER!


IT IS WORKING! HE IS ABSORBING THE HEAT FROM YOUR BODY AS A SPONGE ABSORBS WATER!
CAN'T STAY ALOFT--MY FLAME GET-TING TOO WEAK--


BUT, AT LEAST I WON'T HURT MYSELF FALLING.
NOT SINCE SPIDER-MAN..
--TAUGHT ME THESE MOVES!

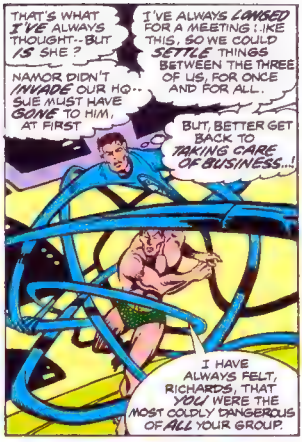

STILL, YOU ARE NOW BEREFT OF YOUR KILLER FLAME.
ALL THAT REMAINS IS FOR ME TO FINISH THE JOB, WITH MY BARE HANDS.
WELL, WHAT ARE WE WAITIN' FOR? I NEVER DID LEARN HOW TO SAY 'UNCLE!'"

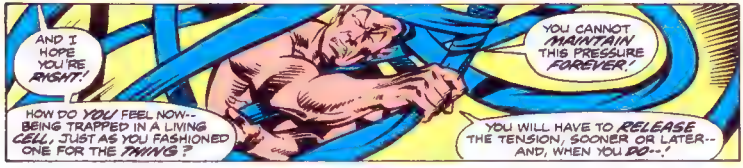
OH NO YOU DON'T, FISH-FACE! THAT BRAVE KID IS WORTH A DOZEN DOUBLECROSSERS LIKE YOU!
THIS WAS SUPPOSED TO BE A HAND-TO-HAND FIGHT
IF YOU CAN BRING IN THOSE CREEPY SEA-CREA-TURES OF YOURS, THEN THE TORCH CAN USE A LITTLE HELP, TOO...

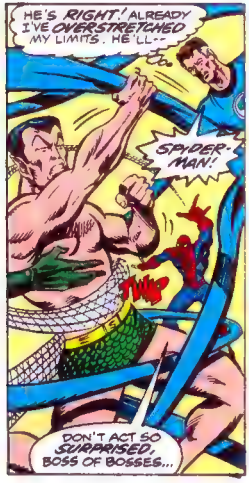

YOU WILL FIND THAT PRINCE NAMOR IS NOT A PUNY SURFACE-MAN WHO CRINGES AT THE SOUND OF THE THING'S VOICE.
HOLY HANNAH! YER AS SLIPPERY AS AN EEL!
COME BACK HERE AND FIGHT, YA UNDER WATER WEASEL!
I SHALL FIGHT YOU, NEVER FEAR-- BUT, MY WAY, ON MY TERMS!
HERE-- LET ME TOSS YOU A LITTLE PRESENT.
OWW! IT'S RAZOR SHARP!
SO, MY DAGGER-NEEDLED CORAL S NOT TO YOUR LIKING.
WELL THEN, PERHAPS THIS BIT OF DEEP-SEA FUNGUS WILL SUIT YOU BETTER.
COME DOWN AND FIGHT, YA CRUMB!
YOU FIGHT ON MY HOME GROUND NOW, THING, AND SO-- GAWH!!
OKAY, EYEBROWS -- SO THIS IS YOUR TURF, EVEN IF YOU HAVE DRAINED OUT ALL THE WATER.
JUST REMEMBER-- EVEN THE HOME TEAM'S BEEN KNOWN TO LOSE ONE, NOW AND THEN!
HEY! WHAT IN BLAZES IS THIS STUFF??
OBVIOUSLY, A FUNGUS WHICH SPREADS OUT ON CONTACT WITH ANY LIVING THING.
AND-- THERE'S ONE MORE LITTLE ITEM--
--IT ALSO GETS HARDER WITH EVERY PASSING SECOND!
NOW YOU TELL HIM! OUCH!
BLAM
THANKS WEBS. I NEEDED THAT.

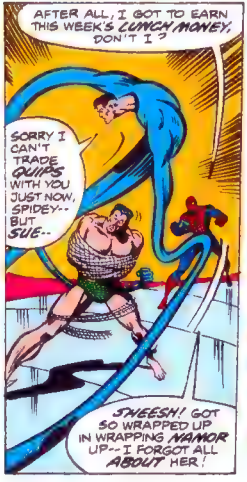
'CAUSE NOW THAT YOU PUT A CRACK IN IT--
--AUNT PETUNIA'S FAVORITE NEPHEW CAN DO THE REST!
CRACK!

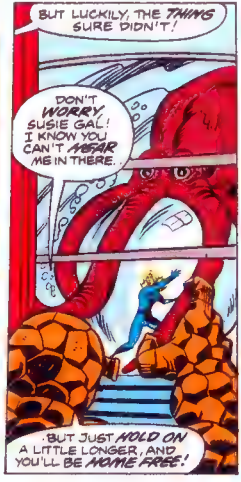
GOOD WORK, PARTNER. WE'RE BEGINNING TO SHAKE HIS CONFIDENCE.
BUT NOW--HE'S MINE.
CHECK! I GUESS YOU'VE GOT IT COMMING.
AFTER ALL, SUE'S YOUR GIRL!

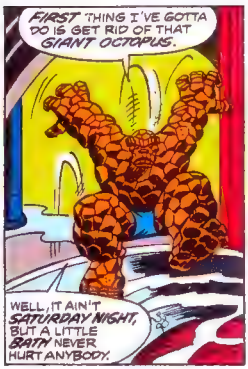

THAT'S WHAT I'VE ALWAYS THOUGHT--BUT IS SHE?
I'VE ALWAYS LOWSED FOR A MEETING LIKE THIS, SO WE COULD SETTLE THINGS BETWEEN THE THREE OF US, FOR ONCE AND FOR ALL.
NAMOR DIDN'T INVADE OUR HQ--SUE MUST HAVE GONE TO HIM, AT FIRST
BUT, BETTER GET BACK TO TAKING CARE OF BUSINESS...!
I HAVE ALWAYS FELT, RICHARDS, THAT YOU WERE THE MOST COLDLY DANGEROUS OF ALL YOUR GROUP.

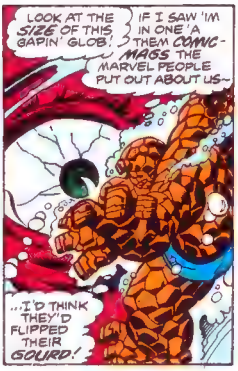

AND I HOPE YOU'RE RIGHT!
YOU CANNOT MAINTAIN THIS PRESSURE FOREVER!
HOW DO YOU FEEL NOW--BEING TRAPPED IN A LIVING CELL, JUST AS YOU FASHIONED ONE FOR THE THING?
YOU WILL HAVE TO RELEASE THE TENSION, SOONER OR LATER--AND, WHEN YOU DO--!

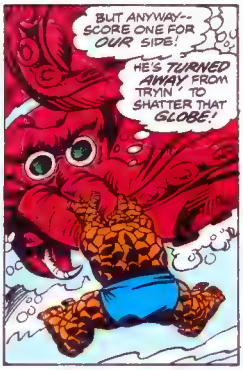

HE'S RIGHT! ALREADY I'VE OVERSTRETCHED MY LIMITS. HE'LL--
SPIDER-MAN!
TWIP
DON'T ACT SO SURPRISED, BOSS OF BOSSES...

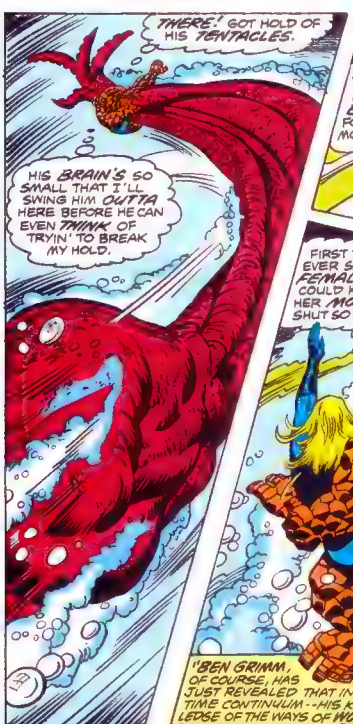

AFTER ALL, I GOT TO EARN THIS WEEK'S LUNCH MONEY, DON'T I?
SORRY I CAN'T TRADE QUIPS WITH YOU JUST NOW, SPIDEY--BUT SUE--
JEEESH! GOT SO WRAPPED UP IN WRAPPING NAMOR UP--I FORGOT ALL ABOUT HER!

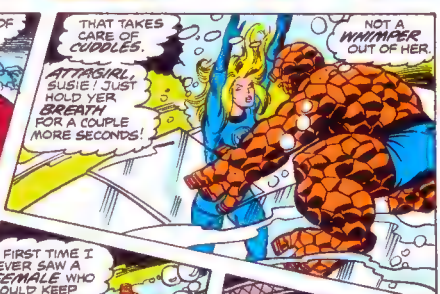

BUT LUCKILY, THE THING SURE DIDN'T!
DON'T WORRY, SUSIE GAL! I KNOW YOU CAN'T HEAR ME IN THERE.
BUT JUST HOLD ON A LITTLE LONGER, AND YOU'LL BE HOME FREE!

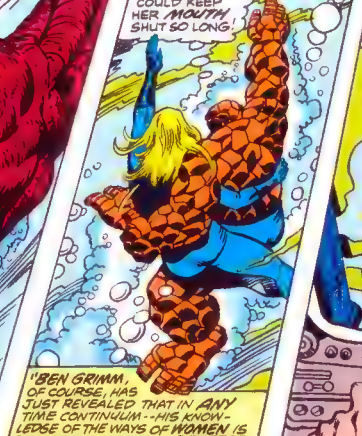

FIRST THING I'VE GOTTA DO IS GET RID OF THAT GIANT OCTOPUS.
WELL, IT AIN'T SATURDAY NIGHT, BUT A LITTLE BATH NEVER HURT ANYBODY.

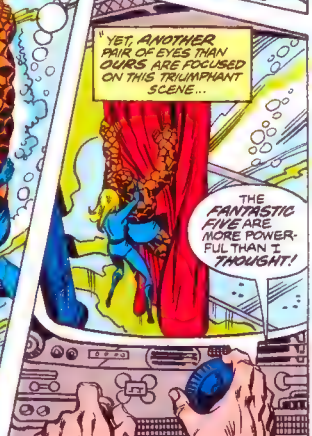

LOOK AT THE SIZE OF THIS GAPIN' GLOB!
IF I SAW 'IM IN ONE 'A THEM COMIC-MAGS THE MARVEL PEOPLE PUT OUT ABOUT US~
...I'D THINK THEY'D FLIPPED THEIR GOURD!

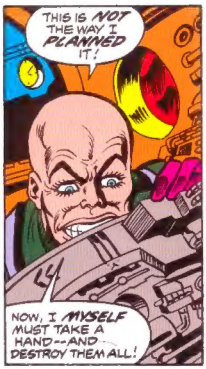

BUT ANYWAY-- SCORE ONE FOR OUR SIDE!
HE'S TURNED AWAY FROM TRYIN' TO SHATTER THAT GLOBE!

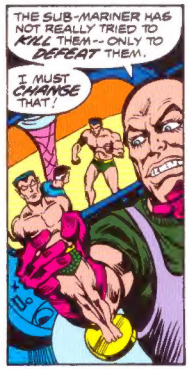

THERE! GOT HOLD OF HIS TENTACLES.
HIS BRAIN'S SO SMALL THAT I'LL SWING HIM OUTTA HERE BEFORE HE CAN EVEN THINK OF TRYIN' TO BREAK MY HOLD.

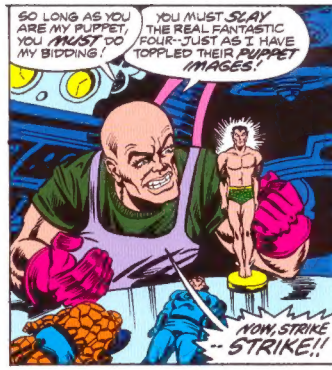

THAT TAKES CARE OF CUDDLES.
ATTAGIRL, SUSIE! JUST HOLD YER BREATH FOR A COUPLE MORE SECONDS!
NOT A WHIMPER OUT OF HER.

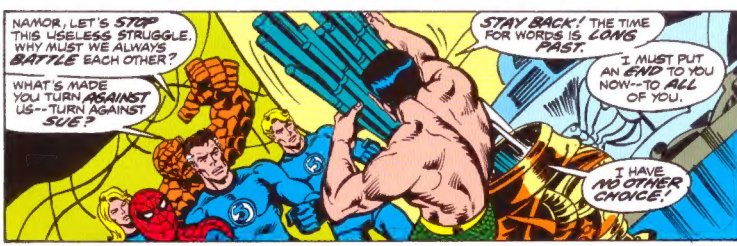

FIRST TIME I EVER SAW A FEMALE WHO COULD KEEP HER MOUTH SHUT SO LONG!
"BEN GRIMM, OF COURSE, HAS JUST REVEALED THAT IN ANY TIME CONTINUUM--HIS KNOWLEDGE OF THE WAYS OF WOMEN IS SOMETHING LESS THAN PERFECT.


"YET, ANOTHER PAIR OF EYES THAN OURS ARE FOCUSED ON THIS TRIUMPHANT SCENE...
THE FANTASTIC FIVE ARE MORE POWERFUL THAN I THOUGHT!


THIS IS NOT THE WAY I PLANNED IT!
NOW, I MYSELF MUST TAKE A HAND--AND DESTROY THEM ALL!


THE SUB-MARINER HAS NOT REALLY TRIED TO KILL THEM--ONLY TO DEFEAT THEM.
I MUST CHANGE THAT!


SO LONG AS YOU ARE MY PUPPET, YOU MUST DO MY BIDDING!
YOU MUST SLAY THE REAL FANTASTIC FOUR--JUST AS I HAVE TOPPLED THEIR PUPPET IMAGES!
NOW, STRIKE--STRIKE!!


NAMOR, LET'S STOP THIS USELESS STRUGGLE. WHY MUST WE ALWAYS BATTLE EACH OTHER?
WHAT'S MADE YOU TURN AGAINST US--TURN AGAINST SUE?
STAY BACK! THE TIME FOR WORDS IS LONG PAST.
I MUST PUT AN END TO YOU NOW--TO ALL OF YOU.
I HAVE NO OTHER CHOICE!

"NO OTHER CHOICE"? THAT DOESN'T SOUND LIKE THE SUB-MARINER WE KNOW AND LOATHE.
I NEVER MET OL' POINTY-EARS BEFORE--BUT MY SPIDER SENSE IS TINGLING LIKE CRAZY!
IT'S AS IF--THERE'S ANOTHER PRESENCE HERE--SOMETHING CONTROLLING NAMOR--AS IF HE WERE A PUPPET!
A PUPPET!? OF COURSE! THE PUPPET MASTER--THAT WOULD EXPLAIN EVERYTHING!
BUT--IT CAN'T BE! HE'S DEAD--OR IS HE??

THIS PLANT IS MY ULTIMATE WEAPON!
IT WILL RELEASE A GAS WHICH NO LIVING CREATURE CAN WITHSTAND--AND ITS FUMES SHALL NOW DESTROY YOU ALL!
YES--THAT'S IT--RELEASE THE FUMES! I COMMAND YOU!
YOU MUST OBEY ME!!
I--MUST OBEY--MUST KILL THEM ALL--THEY ARE MY ENEMIES!
YET--SUE IS AMONG THEM--
YET--WHY MUST THEY PERISH?
WHY CAN I NOT STAY MY HAND--?

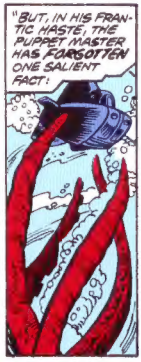
I'LL STAY HIS HAND--AND THE REST OF 'IM, TOO! LEMME AT THAT--
WAIT! ALL OF YOU--STOP!
SUE! YOU'RE DEFENDING THE SUB-MARINER, AFTER HE--?
HE'S NOT TO BLAME FOR WHAT'S HAPPENED!

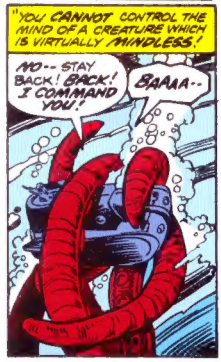
SPIDER-MAN WAS RIGHT, CAN'T YOU SEE? NAMOR IS UNDER SOME SORT OF SPELL--
I KNOW IT!

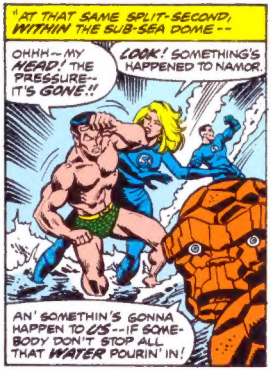
"JUST THEN, THE GIANT OCTOPUS HURLED MOMENTS BEFORE TO THE TOP OF NAMOR'S DOME BY THE RAMPAGING THINS, SHATTERED THE THICK PLEXIGLASS SHELL IN AN AWESOME DISPLAY OF ALMOST LIMITLESS STRENGTH!*
AMAZING, AIN'T IT--HOW MUCH THE WONDROUS WATCHER TALKS LIKE OL' SMILIN' STAN USED TO? --RASCALLY.

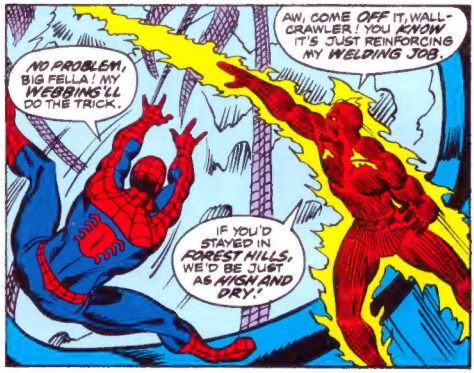
"THEN, SEEKING A NEW VICTIM--
WH--? UP AHEAD--SOMETHING--!

OH NO--NO! IT'S THE BEAST--THE GIANT OCTOPUS--COMING TOWARD MY SUB!
MY ONLY CHANCE IS TO CARVE A PUPPET OF HIM--SO I CAN CONTROL HIM!

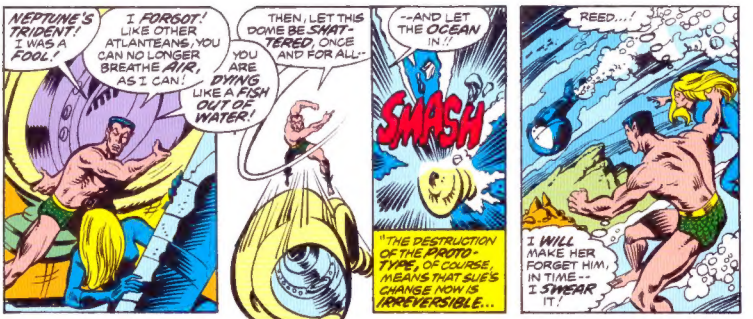

"BUT, IN HIS FRANTIC HASTE, THE PUPPET MASTER HAS FARSOTTEN ONE SALIENT FACT:

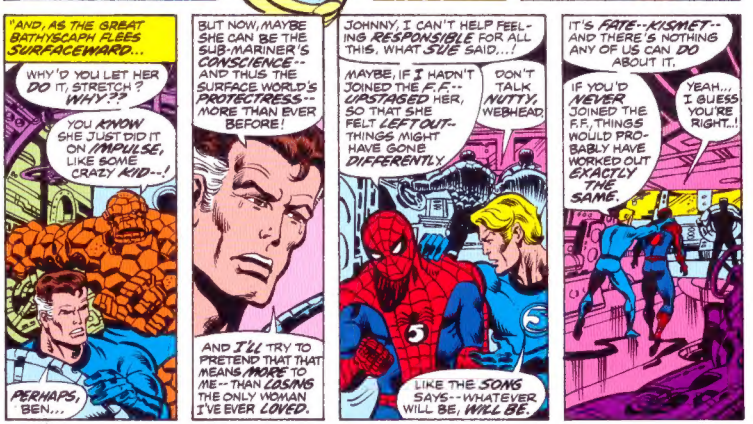

"YOU CANNOT CONTROL THE MIND OF A CREATURE WHICH IS VIRTUALLY MINDLESS!
NO--STAY BACK! BACK! I COMMAND YOU!
BAAAA--


"AT THAT SAME SPLIT-SECOND, WITHIN THE SUB-SEA DOME--
OHHH--MY HEAD! THE PRESSURE--IT'S GONE!!
LOOK! SOMETHING'S HAPPENED TO NAMOR.
AN' SOMETHIN'S GONNA HAPPEN TO US--IF SOMEBODY DON'T STOP ALL THAT WATER POURIN' IN!


NO PROBLEM, BIG FELLA! MY WEBBINS'LL DO THE TRICK.
AW, COME OFF IT, WALL-CRAWLER! YOU KNOW IT'S JUST REINFORCING MY WELDING JOB.
IF YOU'D STAYED IN FOREST HILLS, WE'D BE JUST AS HIGH AND DRY!

NOW, RICHARDS, WE WILL CONTINUE OUR BATTLE!
AT YOUR SERVICE, NAMOR! WE'LL SETTLE OUR RIVALRY OVER SUE--FOR GOOD!
NAMOR! REED! YOU CAN'T SETTLE IT THAT WAY!
THE ONLY ONE WHO CAN DECIDE--IS ME!
I--I GUESS I LOVE BOTH OF YOU, IN DIFFERENT WAYS--THOUGH MY LOYALTIES HAVE ALWAYS BEEN TO REED...
BUT, REED'S SHOWN ME THAT ME DOESN'T NEED ME--AND NEITHER DOES THE F.F.--
SO, I CHOOSE--
--NAMOR!
WHAT? BUT, SUE--YOU CAN'T!
YOU'LL PERISH UNDER-WATER--!
NO, SURFACE-MAN! I HAVE SECRETLY HELD THIS GREAT SHELL-DEVICE IN ABEYANCE, AGAINST THE DAY WHEN SUE MIGHT WILLINGLY COME TO ME.
SO--IF YOU WILL--!
BUT, I DON'T--
PLEASE SUE--TRUST ME.
YES--I DO! I MUST!
HOLD IT, FISH-FACE! YOU'RE NOT GONNA PUT MY SISTER IN SOME--
STAY BACK, JOHNNY! I'M ENTERING IT OF MY OWN ACCORD.
YOU HEARD HER, SON! IT'S--HER CHOICE--!
"AND THEN, MULTI-COLORED LIGHTS DANCE MADLY IN THE TWILIGHT WORLD OF THE UNDERSEA DOME--
"--AS THE VERY CELLULAR STRUCTURE OF SUE STORM IS FOREVER ALTERED!
"AND, AS THE LIGHTS FADE--
WHAT'S HAPPENED, NAMOR? I FEEL--CHANGED, SOMEHOW.
YOU ARE CHANGED, MY DARLING. THAT IS THE PROTOTYPE OF A MACHINE DESIGNED BY MY PEOPLE YEARS AGO, JUST BEFORE THEY WERE SCATTERED TO THE SEVEN SEA-WINDS.
IT HAS TRANSFORMED YOU INTO A MEMBER OF MY AMPHIBIOUS RACE!
NOW, YOU SHALL BE MY QUEEN--AND TOGETHER, WE SHALL FIND MY VANISHED PEOPLE! WE--
N-NAMOR I--CAN'T BREATHE--!





NEXT ISSUE: 'WHAT IF...?' THE COMIC MAG THAT DARES TO ASK THE QUESTION-- WHAT IF THE HULK HAD ALWAYS HAD BRUCE BANNER'S BRAIN?